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INTELLECTUAL PROPERTY LAW

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TO:	FROM:
Commissioner of Patents	Aaron A. Weiss
COMPANY:	DATE:
USPTO	1/23/2004
FAX NUMBER:	TOTAL NO. OF PAGES INCLUDING COVER:
703-872-9306	*6
PHONE NUMBER:	ATTORNEY DOCKET NUMBER:
866-217-9197	*LYRN009US0
RE:	CLIENT DOCKET NUMBER:
Application No. 10/685,299	*N/A

Please call the undersigned attorney with any questions.

Respectfully Submitted,
Aaron A. Weiss
Reg. No. 46,163
Telephone: (512) 795-0735

INFORMATION CONTAINED IN THIS TRANSMISSION IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE AND MAY CONTAIN LEGALLY PRIVILEGED AND/OR CONFIDENTIAL INFORMATION. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE PERMANENTLY DELETE THIS MESSAGE AND IMMEDIATELY NOTIFY US BY TELEPHONE.

JAN 27 2004

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

OFFICIAL

Appl. No.: 10/685,299
1st Applicant: Randall Findley
Filed: October 14, 2003
Title: High Throughput State Management for TCP

Docket No.: LYRN009US0
Customer No.: 37141

Confirmation No. _____

POWER OF ATTORNEY

Commissioner for Patents
PO Box 1450
Arlington, VA 22313-1450

Commissioner:

The undersigned, being the Assignee of record of the entire interest in the above-identified application by virtue of an assignment recorded in the United States Patent and Trademark Office as set forth below, a copy of which accompanies this filing, hereby elects, under 37 C.F.R. §§ 3.71, to prosecute the application to the exclusion of the inventors.

The Assignee hereby revokes any previous Powers of Attorney and appoints the practitioners at Hulsey, Grether, Fortkort & Webster, LLP, **Customer No. 37141**, for so long as they remain with such firm with full power of substitution and revocation, to prosecute the application, to make alterations and amendments therein, to transact all business in the U.S. Patent and Trademark Office in connection therewith, and to receive any Letters Patent, and for one year after issuance of such Letters Patent to file any request for a certificate of correction that may be deemed appropriate.

Pursuant to 37 C.F.R. § 3.73, the undersigned has reviewed the evidentiary documents, specifically the Assignment to **Layr N Networks, Inc.**, referenced below, and certifies that to the best of my knowledge and belief, the Assignee has **100%** ownership interest in the above-identified application. The undersigned is authorized to act on behalf of the Assignee.

Please set the Correspondence Address to the above Customer Number.

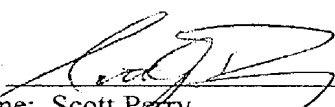
Please set the Attorney Docket No. as **LYRN009US0**.

Commissioner for Patents
Page 2

Power of Attorney with
37 C.F.R. § 3.71 and 3.73 Election

ASSIGNEE:

LAYER N NETWORKS, INC.

By: 

Name: Scott Perry

Title: Vice President of Finance

Date: January 15, 2004

ASSIGNMENT: Filed Concurrently.

PATENT
ATTORNEY DOCKET NO. LYRN009US0

ASSIGNMENT

WHEREAS, the undersigned, to wit:

1. **Randall Findley, and**
2. **Leslie Zsohar**

(hereinafter **ASSIGNORS**), have made application for United States Letters Patent which was filed on October 14, 2003 and known as Application No. 10/685,299 entitled HIGH-THROUGHPUT STATE MANAGEMENT FOR TCP.

AND WHEREAS, **Layer N Networks, Inc.**, a corporation organized and existing under the laws of Texas and having its principal place of business at 12401 Research Blvd., Building Two, Suite 275, Austin, Texas 78759 (hereinafter **ASSIGNEE**), is desirous of acquiring the entire right, title and interest in and to the invention, and in and to the said application and any Patent that may issue thereon;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **ASSIGNORS**, intending to be legally bound, do hereby sell, assign and transfer unto **ASSIGNEE**, its successors, assigns and legal representatives their entire right, title and interest in and to said invention and in and to said application and all patents which may be granted therefore, and all divisions, reissues, substitutions, continuations, continuations-in-part and extensions thereof; and **ASSIGNORS** hereby authorize and request the U.S. Patent and Trademark Office to issue all patents for said invention, or patents resulting therefrom, insofar as **ASSIGNORS'** interests are concerned, to the said **ASSIGNEE** of **ASSIGNORS'** entire right, title and interest.

ASSIGNORS also hereby sell and assign to said **ASSIGNEE**, its successors, assigns and legal representatives the full and exclusive rights, title and interest to the invention disclosed in said application throughout the world, including the right to file applications and obtain patents, utility models, industrial models and designs for said invention in its own name throughout the world including all rights of priority, all rights to publish cautionary notices reserving ownership of said invention and all rights to register said invention in appropriate registries.

ASSIGNORS further warrant and covenant that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been or will be made to others by **ASSIGNORS**, and that the full right to convey the same as herein expressed is possessed by **ASSIGNORS**.

ASSIGNMENT, Page 1 of 3

ASSIGNORS further agree to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other papers in connection therewith necessary to perfect such rights, title and interest in ASSIGNEE, its successors, assigns and legal representatives.

ASSIGNORS further agree to communicate with said ASSIGNEE, or its successors, assigns and legal representatives, any facts known to ASSIGNORS respecting any improvements relating to the present invention; and, at the expense of said ASSIGNEE, to testify in any legal proceedings, sign all lawful papers, execute all divisional, continuation, continuation-in-part, reissue and substitute applications, make all lawful oaths, and generally do everything possible to vest title in said ASSIGNEE and to aid said ASSIGNEE, its successors, assigns and legal representatives to obtain and enforce proper protection for said invention in all countries.

ASSIGNORS hereby grant the firm of Hulsey, Grether, Fortkort & Webster, LLP, or its agents, the power to insert on this Assignment any further identification, including but not limited to application number(s) and filing dates, which may be necessary or desirable in order to comply with any rule or request of the United States Patent and Trademark Office or other patent office for the purposes of recording this document.

Furthermore, ASSIGNORS hereby acknowledge that to the extent that the said invention is not publicly known, it is proprietary information, confidential information, and a trade secret of the ASSIGNEE. Likewise, ASSIGNORS hereby acknowledge that to the extent that the said application is not publicly known, it is proprietary information, confidential information, and a trade secret of the ASSIGNEE.

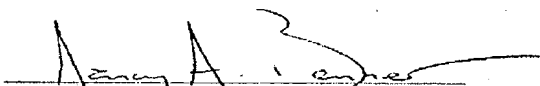
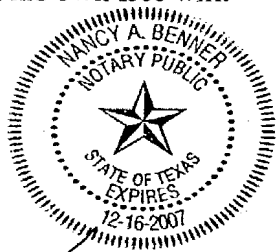
This Assignment may be executed in any number of counterparts, each of which shall be enforceable. Executed on the date(s) below indicated:

ASSIGNMENT, Page 2 of 3

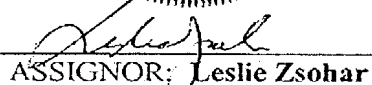
1.


ASSIGNOR: **Randall Findley**01/19/2004
DateSTATE OF Texas §COUNTY OF Harris §

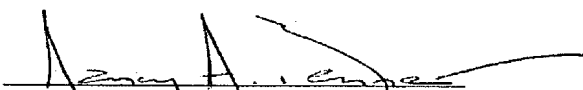
BEFORE ME, the undersigned authority, on this 19 day of January, 2004, personally appeared **Randall Findley**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will.


Notary or Consular Officer

2.


ASSIGNOR: **Leslie Zsohar**01/16/04
DateSTATE OF Texas §COUNTY OF Harris §

BEFORE ME, the undersigned authority, on this 16 day of January, 2004, personally appeared **Leslie Zsohar**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will.


Notary or Consular Officer

ASSIGNMENT, Page 3 of 3